



OPERATIONAL PERFORMANCE REPORT

October 2013

Issue date: 02.12.2013

AKFEN HOLDING - RECENT DEVELOPMENTS & DATA

As of October 31st, 2013; the price of Akfen Holding's corporate bond with the ISIN code TRSAKFHA1313 (maturity date December 24, 2013 and issue amount TL80 mn) was TL100.60 (dirty price). Total trading volume in October was TL1,828,797 and the yield as of October 31st, 2013 corresponded to 6.44% + 1.56bps spread

As of October 31st, 2013; the price of Akfen Holding's corporate bond with the ISIN code TRSAKFH31411 (maturity date March 7th, 2014 and issue amount TL200 mn) was TL101.10 (dirty price). Total trading volume in October was TL102,288 and the yield as of 31st October 2013 corresponded to 6.91% + 373bps spread.

Pursuant to the resolution of the Board of Directors ("BOD") dated November 8th, 2013, BOD decided to issue corporate bonds through a public offering. The nominal value of the offering will be TL200 mn with a maturity of 3 years. The interest rate of the bond will be floating with a spread over the benchmark Turkish Government bond yield and be payable quarterly. The bond will be listed on Borsa Istanbul. The Company intends to use the proceeds from the offering for repayment of our maturing bond, for refinancing, for new or ongoing investments, for our contribution to our subsidiaries'/participation's financing needs and for general corporate purposes. The bond will be offered by Is Securities and Oyak Securities. The related applications to the Capital Markets Board and Borsa Istanbul were submitted on November 11st, 2013. The offering circular related to Akfen Holding's issue of bonds with a nominal value of TL 200,000,000 was published at the company web site on November 18th, 2013. The offering circular is a draft that has not been approved by the Capital Markets Board yet.

Within the "Share Buyback Programme"; the total amount of the shares repurchased by Akfen Holding so far has reached 10,667,560 (average price TL4.28), which represents around 3.666% of the Company's paid-in capital.

On 11 November 2013; our wholly owned subsidiary Akfen Construction purchased a total of 4,174 Akfen Holding shares, at an average price of TL4.31. Following these transactions Akfen Construction's stake in Akfen Holding rose to 5.15%.

Together with the shares held by Akfen Construction, the total shareholding of Akfen Holding and its subsidiary companies has reached 8.81%.

BUSINESS LINES - OPERATIONAL PERFORMANCE & DEVELOPMENTS
1) Airports/Terminals: TAV Airports

Passenger Figures* (as of 31 October 2013)

	2013 LTM	2012	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	50,450,849	44,998,508	14%	10%	15%
International	33,431,352	29,717,196	15%	11%	16%
Domestic	17,019,497	15,281,312	13%	9%	13%
Esenboga Airport	10,578,463	9,237,886	17%	20%	15%
International	1,583,568	1,574,039	1%	-7%	1%
Domestic	8,994,895	7,663,847	21%	27%	18%
Izmir Airport	10,061,648	9,356,284	9%	11%	9%
International	2,447,973	2,411,257	2%	8%	0%
Domestic	7,613,675	6,945,027	11%	12%	11%
Gazipaşa Airport	331,193	79,740	n.m.	n.m.	n.m.
International	229,918	75,886	n.m.	n.m.	n.m.
Domestic	101,275	3,854	n.m.	n.m.	n.m.
TAV Turkey Total	71,418,639	63,592,678	15%	12%	16%
International	37,692,811	33,702,492	14%	10%	14%
Domestic	33,725,828	29,890,186	15%	14%	18%
Medinah	4,713,354	4,588,158	3%	-13%	5%
Monastir+Enfidha Airports	3,436,214	3,321,244	4%	21%	4%
Tbilisi + Batumi Airports	1,621,086	1,387,824	20%	22%	19%
Macedonia (Skopje&Ohrid)	1,061,135	913,567	19%	34%	17%
TAV TOTAL**	82,250,428	71,525,928	18%	11%	20%
International	46,795,541	40,756,688	17%	9%	18%
Domestic	35,454,887	30,769,240	18%	14%	22%

* Both departing and arriving passengers, including transfer pax.

** 2012 TAV totals do not include Medinah for first half the year and Gazipaşa for the full year. 2011 TAV totals do not include Gazipaşa, Medinah and Izmir domestic.

Air Traffic Movements* (as of 31 October 2013)

	2013 LTM	2012	YTD Chg.	YoY Chg.	LTM Chg.
Ataturk Airport	384,469	348,698	12%	10%	13%
International	256,277	231,596	13%	11%	14%
Domestic	128,192	117,102	12%	6%	13%
Esenboga Airport	83,543	74,847	14%	19%	11%
International	13,142	12,946	2%	-5%	2%
Domestic	70,401	61,901	17%	25%	14%
Izmir Airport	70,043	67,222	5%	3%	6%
International	17,066	17,124	0%	9%	-2%
Domestic	52,977	50,098	7%	1%	9%
Gazipaşa Airport	2,364	578	n.m.	n.m.	n.m.
International	1,687	532	n.m.	n.m.	n.m.
Domestic	677	46	n.m.	n.m.	n.m.
TAV Turkey Total	540,393	490,767	12%	11%	14%
International	288,172	261,666	12%	11%	13%
Domestic	252,221	229,101	12%	10%	17%
Medinah	40,133	36,282	13%	0%	13%
Monastir+Enfidha Airports	29,732	27,350	9%	21%	8%
Tbilisi + Batumi Airports	23,338	23,598	-1%	6%	-2%
Macedonia (Skopje&Ohrid)	12,382	11,285	11%	13%	9%
TAV TOTAL**	645,978	573,220	15%	10%	18%
International	372,117	330,964	15%	10%	16%
Domestic	273,861	242,256	16%	10%	21%

* Commercial flights only

** 2012 TAV totals do not include Medinah for first half the year and Gazipaşa for the full year. 2011 TAV totals do not include Gazipaşa, Medinah and Izmir domestic.

Abbreviations:

LTM: Last twelve months

YTD: Year-to-date (January-October 2013/January-October 2012)

YoY: Year-over-Year (October 2013/October 2012)

n.m. Not Meaningful

2) Airport Construction: TAV Construction
Ongoing Projects (as of 30 September 2013)

Project Name	Employer	TAV Construction's Share	Contract Value (US\$mn)	Physical Completion as of 31.08.2013	Physical Completion as of 30.09.2013	Change
Dubai-Marina 101	M/S SHEFFIELD HOLDINGS LIMITED	100%	207	62.5%	63.3%	0.9%
Libya-Tripoli	THE LIBYAN CIVIL AVIATION AUTHORITY	25%	2,103	36.9%	36.9%	-
Libya-Sebha	THE LIBYAN CIVIL AVIATION AUTHORITY	50%	229	7.0%	7.0%	-
Doha	GOVERNMENT OF THE STATE OF QATAR	35%	4,028	99.9%	99.9%	-
Oman MC1	SULTANATE OF OMAN MINISTRY OF TRANSPORT AND COMM.	50%	1,169	84.3%	85.2%	0.9%
Izmir International Airport	TAV EGE TERMINAL YATIRIM VE İŞLETME A.Ş.	82%*	362	69.1%	76.1%	7.1%
Medinah	TIBAH JV	50%	959	41.0%	46.1%	5.1%
King Abdul Aziz International Airport	SAUDIA AEROSPACE ENGINEERING INDUSTRIES	40%	765	5.1%	5.4%	0.3%
Abu Dhabi Int. Airport Midfield Terminal Building Construction Works	ADAC	33%	2,942	7.5%	8.8%	1.4%
TOTAL			12,764			

*The contract of Izmir Int. Airport project is carried out 100% by TAV Construction. However, imports within the scope of the contract are conducted through a TAV Airports group company, TAV Ege Terminal Yatırım Yapım ve İşletme A.Ş.. The table therefore depicts TAV Construction's share after the import items are deducted from the total contract value.

3) Port Operations: Mersin International Port (MIP)

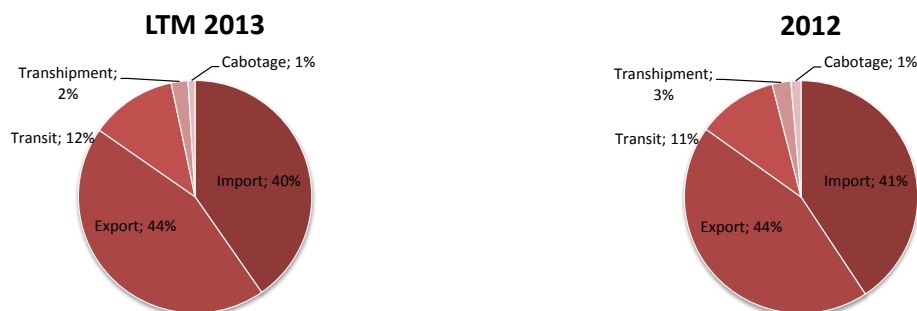
As of October 31st, 2013; the price of MIP's corporate bond with the ISIN code XS0957598070 (Bloomberg Code: EJ778815) (maturity date August 12nd, 2020 and issue amount USD450 mn) was USD103.101. The yield as of 31 October 2013 corresponded to 1.967% + 330 bps spread (Source: Bloomberg).

On 10 October 2013; MIP transferred TL50,945,000 to Akfen Holding as a first dividend payment.

Container & Conventional Cargo Statistics (as of 31 October 2013)

	2013 LTM	2012	YTD Chg.	YoY Chg.	LTM Chg.
Container Volumes (TEU)	1,334,547	1,263,495	7%	5%	7%
Conventional Throughput (Ton)*	7,390,351	7,062,703	6%	39%	9%

* General Cargo – Dry Bulk – Liquid Bulk

Container Regime Breakdown


4) Real Estate: Akfen REIT

(as of 31 October 2013)

Hotels	Room Number*	Occupancy Rate			Rev Par (EUR)**			Total Rev Par (EUR)***		
		2013 YTD	2013 LTM	2012	2013 YTD	2013 LTM	2012	2013 YTD	2013 LTM	2012
Zeytinburnu Ibis	228	82%	82%	86%	63	62	64	73	73	75
Zeytinburnu Novotel	208	83%	82%	85%	72	70	73	96	94	97
Eskisehir Ibis	108	79%	79%	75%	35	35	35	41	41	41
Trabzon Novotel	200	77%	74%	70%	55	51	47	82	78	71
Gaziantep Ibis	177	72%	70%	57%	26	25	21	32	31	25
Gaziantep Novotel	92	79%	78%	73%	44	42	34	70	67	57
Kayseri Ibis	160	55%	56%	54%	18	19	20	24	24	24
Kayseri Novotel	96	63%	62%	57%	31	30	29	45	45	44
Bursa Ibis	200	58%	56%	57%	25	25	26	30	29	31
Yaroslavl Ibis	177	69%	70%	69%	37	37	34	48	48	45
Samara Ibis	204	56%	55%	48%	31	30	25	44	43	37
Adana Ibis	165	50%	48%	36%	18	18	15	23	22	19
Esenyurt Ibis	156	52%	-	-	28	-	-	32	-	-
İzmir Ibis	140	60%	-	-	26	-	-	30	-	-
Kaliningrad Ibis	167	28%	-	-	14	-	-	17	-	-
Türkiye Toplam	1,930	68%	69%	68%	39	40	41	51	52	53
Rusya Toplam	548	59%	62%	59%	32	33	30	43	45	41
Genel Toplam	2,478	67%	68%	66%	38	39	39	50	51	51

* Mercure Hotel in Northern Cyprus with 299 rooms is not included

** Rev Par = Average Room Rate x Occupancy Rate

*** Total Rev Par = Rev Par + Other Revenues (food&beverage, seminar-congress, banquet revenues, etc.)

Russia & Turkey Projects' Physical Completion Status (as of 31 October 2013)

Russia Projects

City	Room Number	Type	Status	Completion (%)
Moskova	317	Ibis Hotel Moskova	Under construction	10%

Turkey Projects

City	Room Number	Type	Status	Completion (%)
Istanbul	200	Novotel Karakoy	Under construction	25%
Ankara	147	Ibis Hotel Esenboğa Ankara	Under construction	65%
Istanbul	200	Ibis Otel Tuzla	Under Planning	-

In the period January - October 2013; average occupancy rate of Ibis & Novotel located in Turkey & Russia reached 67%, down by 0.4% compared to the same period of previous year. During the same period, Rev-Par and T-RevPar decreased 4% and 5%, respectively.

5) Water & Waste Water Utilities: Akfen Water

Invoiced Water & Treated Waste Water Volumes (m³)

	2013 LTM	2012	YTD Chg.	YoY Chg.	LTM Chg.
Akfen Su Gulluk (as of 30 September 2013)					
Invoiced Water Volume	524,251	526,318	0%	18%	-2%
Akfen Su Dilovasi (as of 31 October 2013)					
Treated Waste Water Volume	2,742,584	2,435,342	16%	14%	20%

As of end of September, Akfen Su Gullük served 5,980 subscribers.

As of end of October, the number of operating factories in Dilovası Organised Industrial Zone was 210.

6) Energy

6.1) Akfen HEPP

Operational HEPPs (as of October 2013)

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)	Commercial Operation Date (COD)	Realized Generation Output (GWh/yr) 2012	Realized Generation Output (GWh/yr) YTD
Beyobası	Otluca	47.7	224.0	April 2011	178.8	151.9
	Sirma	6.0	23.2	June 2009	23.3	20.8
Çamlıca	Camlica III	27.6	104.5	April 2011	69.9	54.3
	Saracbendi	25.5	100.5	May 2011	56.9	71.4
Pak	Demirciler	8.4	34.5	August 2012	6.6	29.5
	Kavakcalı	11.1	44.3	March 2013	-	17.5
	Gelinkaya	6.9	25.8	June 2013	-	1.5
BT Bordo	Yagmur	9.0	31.5	November 2012	1.4	18.4
Total		142.2	588.3		336.8	365.3

HEPPs Under Construction

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)	Civil Work Progress Ratio (%)
Beyobası	Sekiyaka	3.4	17.1	97%
Elen	Doğancay	30.2	171.7	73%
Yenidoruk	Doruk	28.3	75.5	97%
H.H.K. Enerji *	Çalıkobası	17.0	46.4	-
Kurtal *	Çiçekli 1-II	6.7	21.9	-
Total		85.6	332.5	

*Preliminary works with regards to the construction is ongoing at Çalıkobası and Çiçekli 1-II HEPPs. Construction of the access roads to the site at Çalıkobası HEPP and to the headpond at Çiçekli 1-II HEPP is currently continuing.

HEPPs at Planning Stage

Company	HEPP	Installed Capacity (MW)	Generation Capacity (GWh/yr)
Zeki	Catak ¹	10.0	42.5
Laleli	Laleli	101.6	256.7
Değirmenyanlı	Adadağı	4.7	18.2
Total		116.3	317.4

(1) Following the decision that declares the land including the plant area as "protected area", a law suit demanding the cancellation of this decision was filed, which was settled with the decision of Rize Administrative Court (2010/487 Es, 2011/661 Kr) declaring that, the land within the zone of Catak HEPP project is not protected area. The decision was declared to us and the case is in the supreme court stage and Stay of Execution is currently in force. The administrative process regarding the report, which was prepared within the frame of protected area regulation to cancel the decision and to remove the mentioned area from the protected area, is still ongoing.

Annual generation capacities of the power plants have been revised in line with the amendments on the licenses due to the modifications in the projects necessitated from time to time and are shown in the tables above.

As of the reporting period, Akfen Holding continued to generate electricity through its 8 operating hydroelectric power plants, having a total installed capacity of 142.2 MW and a projected annual electricity generation capacity of 588.3 GWh, whereas the construction in 5 plants having a total installed capacity of 85.6 MW and a projected annual electricity generation capacity of 332.5 GWh is ongoing. Out of these 5 plants; construction have progressed and have come closer to commissioning in Sekiyaka HEPP, Doruk HEPP ve Doğançay HEPP whereas preliminary works have recently commenced in Çalıkobası HEPP ve Çiçekli 1-II HEPP.

As of January 1st, 2013, electricity generated at all operating plants has started to be sold in the Day Ahead Market ("DAM") until April 1st, 2013 whereas it has started to be sold to Akfen Elektrik Toptan Satış Co. in addition to DAM since then. In accordance with the decision taken by the management, electricity generated at all operating plants will be sold similarlar to both DAM and Akfen Elektrik Toptan Satış Co. in 2014 as well.

On 3 September 2013; a loan contract and its annexes ("Loan Contract") amounting to US\$275mn had been signed between our wholly owned subsidiaries Beyobası Enerji Üretimi A.Ş. ("Beyobası"), Çamlıca Elektrik Üretim

A.Ş. (“Çamlıca”), Yeni Doruk Enerji Elektrik Üretim A.Ş. (“Yeni Doruk”), Pak Enerji Üretimi Sanayi ve Ticaret A.Ş. (“Pak Enerji”), Elen Enerji Üretimi Sanayi ve Ticaret A.Ş. (“Elen”) and BT Bordo Elektrik Üretim Dağıtım Pazarlama Sanayi ve Ticaret A.Ş. (“BT Bordo”) and T.C. Ziraat Bankası A.Ş.. Condition precedent related to the usage of the loan within the loan contract have been fulfilled. On 1 October 2013, the loan amounting to US\$273,095,097 was used for (i) Otluca HEPP and Sırma HEPP (owned by Beyobası), (ii) Çamlıca III HEPP and Saraçbendi HEPP (owned by Çamlıca), (iii) Demirciler HEPP, Kavakçalı HEPP and Gelinkaya HEPP (owned by Pak Enerji), (iv) the refinancing of previous bank loans of Yağmur HEPP (owned by BT Bordo) and the coverage of the ongoing capital expenditures of Sekiyaka HEPP (owned by Beyobası), Doruk HEPP (owned by Yenidoruk) and Doğançay HEPP (owned by Elen). Thanks to the refinancing, conditions of the previous loans used for HEPP investments were improved. Cash surplus that was generated until now and will be generated in the future became available, dividend payment was made possible, while interest and expense conditions have been improved. As a result of refinancing cash accumulated at reserve accounts of these project companies was released and a total of US\$21.1 million was transferred to Akfen Holding.

6.2) Akfen Energy

Application was made to EMRA for the increase of the current installed capacity of 570 MW on the license to 1,148.4 MW on 18 December 2012, eligibility of EMRA has been obtained. Environmental Impact Assessment (‘EIA’) Report prepared in regard to the capacity increase was reviewed, evaluated and accepted as final by the Ministry of Environment and Urbanization within the scope of EIA Regulation Article 12.

The construction of transformer station was completed and provisional acceptance was fulfilled. The disassembly works on the site were completed. EPC tender process has been progressed and upon appointment of the preferred EPC Supplier, EPC contract process will be started and after completion of the EPC contract process construction is planned to be commenced.

Our company Akfen Holding A.Ş. signed a Mandate Letter with International Finance Corporation (“IFC”) and the European Bank for Reconstruction and Development (“EBRD”) on 10 October 2013 in relation to the due diligence for the potential financing of our subsidiary Akfen Energy Generation and Trade Company’s (“Akfen Energy”) Combined Cycle Power Plant (the “Project”) located in Mersin-Turkey. IFC and EBRD consider providing loans and, on a commercially reasonable efforts basis, mobilizing additional financing in the form of B loans and/or parallel loans. A B Loan would be a syndicated funding that would be implemented through an EBRD loan and an IFC loan in which EBRD and IFC would be the lenders of record but the individual institutions would assume the risk of the investment. EBRD and IFC would provide overall coordination, but with the support and participation of Akfen Holding and Akfen Enerji, for raising the various sources of finance including from other international development agencies, commercial banks and export credit agencies, if appropriate. The possible financing by EBRD and IFC is conditional on the findings of the due diligence of the Project, formal approval by the IFC’s and EBRD’s management and Board of Directors and execution of the legal documentation satisfactory to each of the lenders.

7) Construction: Akfen Construction

As of October 31st, 2013; the total contract value of Akfen Construction’s ongoing HEPP projects was EUR56.7 million and the total amount of cumulated progress payments of ongoing HEPP projects reached EUR48.3 million. This amount corresponds to 85% of the total contract value.

As of October 31st, 2013; the total contract value of Akfen Construction assignments in ongoing REIT projects was EUR28.4 million and the total amount of cumulated progress payments of ongoing REIT projects reached

EUR8.2 million. This amount corresponds to 29% of the total contract value. As of August 31, 2013; Karaköy İbis' sub contract of soil improvement was completed and sub contract of rough construction was commenced.

As of October 31st, 2013; the total contract value of Akfen Construction assignments in ongoing Incek Loft project was EUR120.2 million and the total amount of cumulated progress payments of ongoing Incek Loft project reached EUR0.8 million. This amount corresponds to 0.7% of the total contract value.

As of October 31st, 2013; Akfen Construction's current backlog (Incek Loft, REIT and HEPP projects) was EUR148 million.

8) Sea Transportation: IDO

Number of Passengers and Vehicles Transported

	2013 LTM	2012	YTD Değ.	YoY Değ.	LTM Değ.
Number of Passengers	50,980,144	50,909,780	0%	-4%	0%
Fast Ferry	6,261,047	5,667,315	12%	8%	7%
Sea Bus	7,563,171	7,767,055	-3%	-11%	-1%
Conventional Ferry*	37,155,926	37,475,410	-1%	-5%	-1%
Number of Vehicles	7,829,570	7,752,419	1%	5%	0%
Fast Ferry**	1,251,169	1,069,635	19%	19%	13%
Conventional Ferry	6,578,401	6,682,784	-2%	2%	-2%

* Number of passengers traveling with vehicles using Eskişehir-Toppular conventional ferry line are calculated through applying coefficients for each type of mode of transport as laid out in the following table :

Mode of Transport	Automobile	Minivan	Jeep/Pickup Truck /Minibus	Mid bus (21+)	Truck / 2 Axles Bus	3 Axles Bus, Tractor and Trailer	Over 4 axles vehicles	Motorcycles
In Vehicle Passenger Coefficient	3	3	6	9	26	26	2	1

2011 in vehicle passenger figures of Sirkeci-Harem line is calculated with 3 passengers per vehicle coefficient. 2012 figures on the other hand represent actual counts of in vehicle passengers

** Vehicle transport numbers by Fast Ferry are measured in Car Equivalent Units ("CEU"). CEU is calculated through applying coefficients for each type of transport compared to a single car.

Mode of Transport	Motorcycles	Automobile	Disabled Car	Minivan	Mini bus (12 pass.)	Jeep	Mini bus (19 pass.)	Mid bus	Pickup Truck 0-2000 kg	Pickup Truck 2001-2500 kg	Truck 2501-3500 kg	Bus	Towed Vehicles
Coefficient	0.25	1	1	1	1.25	1.25	1.5	2	1.5	2	2	5	1.5

Akfen Holding Investor Relations

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